

# **EXHIBIT 5**

[Table of Contents](#)

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

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**FORM 8-K**

**CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

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**Date of report (Date of earliest event reported): April 4, 2007**

**PACKETEER, INC.**

(Exact name of Registrant as specified in its charter)

DELAWARE

(State or other jurisdiction  
of incorporation)

000-26785

(Commission  
File Number)

77-0420107

(I.R.S. Employer  
Identification No.)

10201 NORTH DE ANZA BLVD.  
CUPERTINO, CALIFORNIA 95014

(Address of principal executive offices)

Registrant's telephone number, including area code: (408) 873-4400

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**TABLE OF CONTENTS**

[Item 2.02. Results of Operations and Financial Condition.](#)

[Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.](#)

[Item 9.01. Financial Statement and Exhibits.](#)

[SIGNATURE](#)

[Exhibit Index](#)

[EXHIBIT 99.1](#)

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## Table of Contents

### **Item 2.02. Results of Operations and Financial Condition.**

On April 4, 2007, Packeteer, Inc. issued a press release announcing its preliminary revenue for the three months ended March 31, 2007. A copy of the press release is being furnished as Exhibit 99.1 to this filing and is incorporated herein in its entirety by reference. The Company intends to present additional financial information during the Company's conference call to be held following the release of the Company's final results for the quarter. The Company currently anticipates making such release on April 19, 2007. The press release and conference call contain forward-looking statements regarding the Company and include cautionary statements identifying factors that could cause actual results to differ materially from those anticipated.

### **Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On April 4, 2007, Packeteer announced that Arturo Cazares has resigned as VP, Worldwide Sales of Packeteer, Inc. A copy of the press release announcing Mr. Cazares resignation is attached hereto as Exhibit 99.1.

### **Item 9.01. Financial Statement and Exhibits.**

#### (c) Exhibits

Exhibit Number	Description
99.1	Press Release of Packeteer, Inc. dated April 4, 2007 announcing its preliminary revenue for the three months ended March 31, 2007 and the departure of Arturo Cazares as VP, Worldwide Sales.

[Table of Contents](#)

## SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 4, 2007

Packeteer, Inc.

By: /s/ David C. Yntema

Name: David C. Yntema

Title: Chief Financial Officer and  
Secretary

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**Table of Contents**

## Exhibit Index

Exhibit Number	Description
99.1	Press Release of Packeteer, Inc. dated April 4, 2007 announcing its preliminary revenue for the three months ended March 31, 2007 and the departure of Arturo Cazares as VP, Worldwide Sales.

**PACKETEER®, INC. ANNOUNCES PRELIMINARY FIRST QUARTER REVENUE RESULTS**

**CUPERTINO, Calif. — April 4, 2007** — Packeteer®, Inc. (NASDAQ: PKTR), the global leader in high-performance, intelligent WAN Application Delivery, today announced preliminary revenue results for the quarter ended March 31, 2007.

Based on preliminary financial information, the Company expects to report disappointing net revenues for the first quarter 2007. Current estimates indicate revenues of between \$31 million and \$33 million, which would reflect a sequential decrease of approximately 25% from the fourth quarter 2006. The Company had previously provided guidance for the first quarter of flat to slightly higher revenues compared with those reported in the fourth quarter 2006. First quarter results are preliminary and thus are subject to the Company's management and independent registered public accounting firm completing their quarterly review procedures.

"These preliminary revenue results are very disappointing" said Dave Côté, president and CEO of Packeteer. "While they will also have a significant impact on our bottom line results for the first quarter, we remain optimistic about our long-term business opportunities. We plan to share more analysis during our first quarter 2007 financial conference call when we will address the first quarter revenue shortfall as well as our plans to adjust our operating plans."

The Company also announced that Arturo Cazares has resigned as Vice-President, Worldwide Sales after slightly more than three years at Packeteer. The Company has retained an executive recruiting firm to begin the search for his successor. Dave Côté, the Company's Chief Executive Officer, will assume responsibility for the management of the Company's sales organization until a replacement has been hired.

The Company will conduct a conference call following the release of its complete first quarter financial results. The Company current anticipates this financial release to be made on April 19, 2007, after the close of the markets.

**About Packeteer**

Packeteer (NASDAQ: PKTR) Packeteer is the global market leader in high-performance, intelligent WAN Application Delivery. With over 65,000 systems deployed at more than 7,000 customers worldwide, Packeteer solutions increase WAN capacity and accelerate and ensure predictable network application performance for all users anywhere in the distributed enterprise. By automatically classifying over 600 applications and protocols and utilizing the most comprehensive network monitoring, QoS, WAFS and acceleration technologies, Packeteer solutions improve business operational efficiency and provide customers with a rapid return on investment. For more information, contact Packeteer via telephone at +1 (408) 873-4400, fax at + 1 (408) 873-4410, or by email at [info@packeteer.com](mailto:info@packeteer.com), or visit the Company's website at [www.packeteer.com](http://www.packeteer.com). Packeteer is headquartered in Cupertino, CA.

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**Safe Harbor Clause**

The statements contained in this press release that are not purely historical are forward-looking statements within the meaning of Section 21E of the Securities and Exchange Act of 1934, as amended, including statements regarding Packeteer's expectations, beliefs, intentions or strategies regarding the future. Forward-looking statements include, but are not limited to, express or implied statements regarding future revenues, including future revenues related to our recent acquisition of Tacit Networks, revenue growth and profitability, spending levels by existing and prospective customers, the markets for our products, new product development, liquidity and macro economic conditions. We are also subject to general risks associated with our need to successfully integrate the Tacit Networks operations as well as successfully integrate any other acquisitions we complete in the future. All forward-looking statements included in this press release are based upon information available to Packeteer as of the date hereof. Packeteer assumes no obligation to update any such forward-looking statements. Forward-looking statements involve risks and uncertainties, which could cause actual results to differ materially from those projected. Actual results may differ materially due to a number of factors including the perceived need for our products, our ability to convince potential customers of our value proposition, the costs of competitive solutions, continued capital spending by prospective customers and macro economic conditions. These and other risks relating to Packeteer's business are set forth in Packeteer's Form 10-K filed with the Securities and Exchange Commission on March 16, 2007, and Packeteer's Form 10-Qs and other reports filed from time to time with the Securities and Exchange Commission.

Packeteer, PacketShaper, PacketShaper Express are trademarks or registered trademarks of Packeteer, Inc. All other products and services are the trademarks of their respective owners.

**Investor Contact**

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